

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
  
(202) 393-2266  
Fax (202) 393-2156

RECORDATION NO. 23606-A FILED

AUG 8 '01 9-37 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

July 26, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Assignment of Lease, dated as of ~~July~~ <sup>July</sup> 7, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number 23606.

The name and address of the party to the enclosed document are:

Assignor: Key Equipment Finance, a  
Division of Key Corporate  
Capital, Inc.  
54 State Street  
Albany, NY 12207

A description of the railroad equipment covered by the enclosed document is:

65 railcars WCRC-7301 - WCRC 7365

A short summary of the document to appear in the index follows:

Assignment of Lease

Mr. Vernon A. Williams  
July 26, 2001  
Page Two

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

## ASSIGNMENT OF LEASE

This Assignment of Lease Agreement is made effective as of ~~July~~ <sup>August</sup> 7, 2001, by Key Equipment Finance, a Division of Key Corporate Capital Inc. ("Assignor"), a Michigan corporation, having an address at 54 State Street, 7<sup>th</sup> Floor, Albany, New York, 12207, to Wells Fargo Equipment Finance, Inc., a Minnesota corporation, having an address at 733 Marquette Avenue, Suite 300, Minneapolis, Minnesota 55439 ("Assignee"), of the Lessor's interest under the Lease described below:

### WITNESSETH:

1. Assignor, as Lessor, leased to Cascade Warehouse Company ("Lessee"), as lessee, the rail cars listed in Schedule 1 hereto, pursuant to that certain Equipment Schedule No. 01 dated July 12, 2001, pursuant to the Master Equipment Lease Agreement dated July 12, 2001 (collectively the "Lease").
2. A Memorandum of Lease with respect to the Lease was filed at the Surface Transportation Board under Recordation Number \_\_\_\_\_ on July \_\_, 2001.
3. Assignor assigned its interest in the Lease to Assignee on ~~July~~ <sup>August</sup> 7, 2001, pursuant to Specification dated ~~July~~ <sup>August</sup> 7, 2001 to Master Assignment Agreement dated October 21, 1999.
4. All of Assignor's right, title and interest in and to the Lease and its proceeds has been assigned to Assignee.

IN WITNESS WHEREOF, the Lessor hereto has caused this instrument to be signed and sealed by its corporate officer as of the date and year first above written.

### Lessor:

KEY EQUIPMENT FINANCE, A DIVISION OF  
KEY CORPORATE CAPITAL INC.

By: Todd A. Ehninger

Name: TODD A. EHNINGER

Title: VICE PRESIDENT

RECORDATION NO. 23606-A FILED

AUG 8 '01 9-37 AM

SURFACE TRANSPORTATION BOARD

SUBSCRIBED AND SWORN TO BEFORE ME

THIS 25<sup>th</sup> DAY OF July 2001

Elizabeth A. Murphy  
NOTARY PUBLIC

ELIZABETH A. MURPHY  
Notary Public, State of New York  
Qualified in Saratoga County  
Reg. No. 5008642  
Commission Expires February 22, 2003

**Schedule 1**

**EQUIPMENT DESCRIPTION**

**Lease:** Equipment Schedule No. 01 dated as of July 12, 2001, to Master Equipment Lease Agreement Dated as of July 12, 2001.

**Lessor:** KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.

**Lessee:** CASCADE WAREHOUSE COMPANY

---

1986 73' center partition flatcars, WCRC Nos. 7301-7326

1987 73' center partition flatcars, WCRC Nos. 7327-7365